

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Annual report

for the year ended 31 December 2024

Registered office address:

79 New Oxford Street
London
WC1A 1DG

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Annual report and financial statements
for the year ended 31 December 2024

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GlaxoSmithKline Capital plc
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Strategic report for the year ended 31 December 2024

The Directors present their Strategic report on GlaxoSmithKline Capital plc (the "Company") for the year ended 31 December 2024.

Principal activities and future developments

The Company is a member of the GSK Group (the "Group"). The Company is a public company limited by shares and is incorporated and domiciled in the UK (England). The address of the registered office is 79 New Oxford Street, London, WC1A 1DG.

The principal activities of the Company during the financial year were the issuance of notes under the Group's European Medium Term Note and US Medium Term Notes programmes and the provision of financial services to other companies within the Group.

The Directors do not envisage any change to the nature of the business in the foreseeable future.

Review of business

At 31 December 2024, the Company had in issue £7,112,840,000 European Medium Term Notes and £791,705,000 US Medium Term Notes (2023: £8,137,595,000 and £1,561,718,000 respectively) which mature at dates between 2025 and 2045. All notes in issue at 31 December 2025 pay interest on a fixed rate basis.

In 2024, the Company repaid the following notes:

- USD 1 billion (£786.6 million) 3% US Medium Term Note (repaid on 3rd June 2024)
- EUR 1 billion (£828 million) 1.375% European Medium Term Note (repaid on 2nd December 2024)

The profit for the financial year of £13,628,000 (2023: profit for the year of £13,412,000) will be transferred to retained earnings. The Directors are of the opinion that the current level of activity and the year end financial position are satisfactory and will remain so in the foreseeable future.

Net assets of the Company as at 31 December 2024 were £149,971,000 (2023: £134,865,000).

Principal risks and uncertainties

The Directors have considered the accessibility of additional capital and the potential risk to liquidity for the Company. However, the Directors of GSK plc manage the risks of the Group at a group level, rather than at an individual statutory entity level. The principal risks and uncertainties of the Group, which include those applicable to the Company and are important for understanding the development, performance, or position of the Company's business, are discussed in the Group's 2024 annual report which does not form part of this report.

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Strategic report for the year ended 31 December 2024

Key performance indicators (KPIs)

The Directors of the Group manage the Group's operations on an operating segment basis. The KPIs including but not limited to finance income and finance expense are reviewed at Group level. For this reason, the Company's Directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company's business. The development, performance and position of the Group are discussed in the Group's 2024 annual report which does not form part of this report.

As per IFRS 8, an entity whose debt or equity instruments are traded in a public market, shall provide segmental reporting information in the Financial statements. GSK Plc reports under two segments; Commercial Operations and Total R&D. The information for segmental reporting is included in the Group's 2024 annual report under Note 6. GlaxoSmithKline Capital plc engages in only one business activity which is the provision of financial services to other companies within the Group hence the entity has a single reportable segment, the results of which are disclosed in the Financial statements.

UK Climate-related Financial Disclosure (UK-CFD)

The Company does not meet the criteria for applying UK-CFD for the year ended 31 December 2024.

Post balance sheet events

On 6 March 2025, the Company issued 400 million USD and 600 million USD US Medium Term Notes, maturing in 2027, paying 4.375% fixed and SOFR + 0.5% interest respectively. The proceeds were onlent to other Group undertakings.

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Strategic report for the year ended 31 December 2024

Section 172 Companies Act 2006 statement

The Company's governance architecture and processes are operated to ensure that all relevant matters are considered by Directors in their principal decision-making, as a means of contributing to the delivery of the Company's operations and Group's long term priorities of Innovation, Performance and Trust.

The Directors prioritise the human capital as employed by the Group as a key element in enhancing the positive influence within communities, with the Group's Code of Conduct defining our purpose, culture, and performance commitments to ensure the realisation of the Company's aspirations while also ensuring fair treatment of shareholders.

In the performance of its duty to promote the success of the company and the long-term priorities, the Directors have agreed to a number of matters, including listening to and considering the views of shareholders and the company's other stakeholders to build trust and ensure it fully understands the potential impacts of the decisions it makes for its stakeholders, the environment and the communities in which it operates.

Further disclosures detailing how, during the year, the Directors addressed the matters set out in Section 172(1) (a) to (f) of the Companies Act, can be found in the Group's 2024 annual report, of which the Company is a member and no additional considerations are deemed necessary for the Company as the relevant matters are all considered in the Group's 2024 annual report. Copies of the Group's 2024 annual report can be obtained from the Company Secretary, GSK plc, 79 New Oxford Street, London, WC1A 1DG, and also online at www.gsk.com.

For more information, please read the Group's Section 172 statement on GSK's website www.gsk.com.

By order of the Board

Mr A Walker
For and on behalf of Glaxo Group Limited
Corporate Director

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Directors' report for the year ended 31 December 2024

The Directors present their report on the Company and the audited financial statements of GlaxoSmithKline Capital plc (the "Company") for the year ended 31 December 2024.

Results and dividends

The Company's results for the financial year are shown in the income statement on page 17.

No dividend was proposed to the holders of ordinary shares in respect of the year ended 31 December 2024 (2023: £nil).

Internal control framework

The GSK plc Directors are accountable for evaluating and approving the effectiveness of the internal controls, including financial, operational and compliance controls, and risk management processes operated by the Group. The Internal Control Framework is the means by which the Group ensures the reliability of financial reporting and compliance with laws and regulations.

To ensure effective governance and promote an ethical culture, the Group has in place the Risk Oversight and Compliance Council. This team of senior leaders is mandated by the Directors to assist the Audit and Risk Committee in overseeing risk management and internal control activities. It also provides the business units with a framework for risk management and upward escalation of significant risks, of which the Company operates within. Further information on the Group's Internal Control Framework is discussed in the Group's 2024 Annual Report which does not form part of this report.

Financial risk

The Company issues notes under the Group's European Medium Term Note programme and US shelf registration in order to meet anticipated funding requirements for the Group. The strategy is to diversify liquidity sources using a range of facilities and to maintain broad access to funding markets. Details of derivative financial instruments and hedging, and further information on risk management policies, exposures to market, credit and liquidity risk are disclosed in Note 2 (n) and Note 4 respectively.

The Company manages its cash flow interest rate risk on its forecasted Euro and US Dollar denominated notes issued under the Group's European Medium Term Note programme and US shelf registration using treasury gilt locks and interest rate swaps. In addition, the Company carries a balance in reserves that arose from pre-hedging fluctuations in long-term interest rates when pricing bonds issued in prior years. The balance is reclassified to finance costs over the life of these bonds.

Directors and their interests

The Directors of the Company who were in office during the year and up to the date of signing the financial statements were as follows:

J Brown
Edinburgh Pharmaceutical Industries Limited
Glaxo Group Limited

No Director had, during the year or at the end of the year, any material interest in any contract of significance to the Company's business with the exception of the Corporate Directors, where such an interest may arise in the ordinary course of business. A corporate director is a legal entity of the Group as opposed to a natural person (an individual) Director.

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Directors' report for the year ended 31 December 2024

Directors' indemnity

Each of the Directors benefits from an indemnity given by the Company under its articles of association. This indemnity is in respect of liabilities incurred by the Directors in the execution and discharge of their duties.

In addition, each of the Directors who is an individual benefits from an indemnity given by another Group company, GlaxoSmithKline Services Unlimited. This indemnity is in respect of liabilities arising out of third party proceedings to which the Director is a party by virtue of their engagement in the business of the Company.

Directors' interests

The following interests of the Director in office in the shares of the ultimate parent undertaking, GSK plc, at the year end have been notified to the Company.

	At 31 Dec 2023	Granted	Exercised / Lapsed	At 31 Dec 2024
Beneficial interests				
Julie B Brown	23,105	19,550	-	42,655
Unvested share plan interests				
	At 31 Dec 2023	Granted	Exercised / Lapsed	At 31 Dec 2024
Performance Share Plans				
Julie B Brown	269,262	254,465	-	523,727
	At 31 Dec 2023	Granted	Exercised / Lapsed	At 31 Dec 2024
Deferred Annual Bonus Plan				
Julie B Brown	-	57,877	-	57,877

All share awards are over ordinary shares of GSK plc.

Further details of the above-mentioned Plans are disclosed in the 2024 Annual Report of GSK plc, which does not form part of this report.

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Directors' report for the year ended 31 December 2024

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK accounting standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. The Directors are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The following items have been included in the Strategic report on pages 1 and 3:

- principal activities and future developments;
- review of business;
- principal risks and uncertainties;
- key performance indicators (KPIs);
- UK climate-related financial disclosure (UK-CFD);
- post balance sheet events; and
- section 172 Companies Act 2006 Statement.

GlaxoSmithKline Capital plc
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Directors' report for the year ended 31 December 2024
Corporate Governance

As a subsidiary company of the Group which is listed on the New York and London Stock Exchanges, the Company has chosen to follow the developed governance practices and processes of the Group that are fit for purpose rather than a Corporate Governance code.

The Directors have applied a system of governance to the Company as adopted by the Group:

- (a) promoting the purpose of the Group to deliver manufacturing and distribution of medicines through its subsidiaries' operations.
- (b) regularly reviewing its composition to ensure that it has an appropriate balance of skills, backgrounds, experience and knowledge and that individual Directors have sufficient capacity to make a valuable contribution.
- (c) to support effective decision-making Directors take into account the System of Internal Control and the Code of Conduct when acting in their capacity as a Director of the Company.
- (d) in accordance with the governance practices and processes that it adopts, the Directors are supported by System of Internal Control to identify opportunities to create and preserve value.
- (e) having regard to and fostering good stakeholder relationships.
- (f) the remuneration policies are governed to align executive remuneration with performance outcomes.

Stakeholder engagement

The Company aims to build enduring relationships with all its stakeholders in the country where it operates. The Company works with its business partners in an honest, respectful and responsible way and seeks to work with others who share the Company's commitments to safety, ethics and compliance.

On behalf of the Company, the Group participates in industry associations that offer opportunities to share good practices and collaborate on issues of importance. Additionally, the Group works with stakeholders on a range of issues that are relevant to its business and relating to regulatory compliance matters.

Disclosure of information to auditors

As far as each of the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and the Directors have taken all the steps that ought to have been taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Going concern basis

Having assessed the principal risks of the Company and other matters the Directors are of the opinion that the current level of activity remains sustainable. The Directors in their considerations have included the accessibility of additional capital and the potential risk to liquidity. The Directors have considered the Company's ability to continue as a going concern for a minimum of twelve months from the date of signing of these financial statements.

The Directors have taken into account that as part of the Group, the Company has the support from the Group through the access to the Group cash pooling mechanism and can take actions to ensure business continuity through operational channels, as well as the ability to manage variable costs. On the basis of those considerations, the Directors believe that it remains appropriate to adopt the going concern basis of accounting in preparing the financial statements.

GlaxoSmithKline Capital plc
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Directors' report for the year ended 31 December 2024

Independent auditors

Deloitte LLP have been reappointed to act as the Company's auditors by a resolution of the Board of Directors in accordance with s489(3) Companies Act 2006. A resolution of the members to appoint Deloitte LLP as auditors was passed at a General Meeting of the Company in accordance with s489(4) Companies Act 2006.

By order of the Board

Mr A Walker
For and on behalf of Glaxo Group Limited
Corporate Director

Independent auditors' report to the members of GlaxoSmithKline Capital plc

Report on the audit of the financial statements

1. Opinion

In our opinion the financial statements of GlaxoSmithKline Capital plc (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the income statement;
- the statement of comprehensive income;
- the balance sheet;
- the statement of changes in equity;
- the cash flow statement; and
- the related notes 1 to 25.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

2. Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed public interest entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We confirm that we have not provided any non-audit services prohibited by the FRC's Ethical Standard to the company.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3. Summary of our audit approach

Key audit matters

The key audit matters that we identified in the current year were:

- Valuation of borrowings; and
- Valuation of intercompany loan receivables.

Materiality

The materiality that we used in the current year was £79 million which was determined on the basis of 1% of external debt.

Independent auditors' report to the members of GlaxoSmithKline Capital plc

3. Summary of our audit approach (continued)

Scoping

Our audit of the company was scoped by obtaining an understanding of the entity and its environment, including relevant controls, and assessing the risk of material misstatement at the entity level.

Significant Changes in our approach

There have been no significant changes in approach since the prior year.

4. Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Our evaluation of the directors' assessment of the company's ability to continue to adopt the going concern basis of accounting included:

- Evaluating the assumptions on which assessment is based including the company's role within the wider GSK group, its access to sources of internal and external financing, and the current macroeconomic conditions;
- Evaluating the GSK Group's existing access to sources of financing, including undrawn committed bank facilities, including the impact of changes in interest rates on profitability;
- Evaluating analyst reports for GSK group, industry data and other external information to determine if it provided corroborative or contradictory evidence in relation to management's assumptions; and
- Evaluating the appropriateness of the going concern disclosures in line with the requirements of IAS 1.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5.1. Valuation of borrowings

Key audit matter description

The company issues external debt under its European Medium-Term Note (EMTN) and US Shelf Programme on behalf of other GSK group entities. This has resulted in the recognition of material borrowing amounts including:

- Short-term borrowings: £0.6 billion (2023: £1.7 billion); and
- Long-term borrowings: £7.3 billion (2023: £8.0 billion).

These external debt are recognised as financial liabilities measured at amortised cost at the original effective interest rate, computed based on the bond proceeds, costs of issuance, coupon payments and redemption value. In the current year, the total external debt decreased by £1.8 billion due to the repayment of bonds during 2024.

Independent auditors' report to the members of GlaxoSmithKline Capital plc

5. Key audit matters (continued)

5.1. Valuation of borrowings (continued) Key audit matter description (continued)

Due to the magnitude of the external debt held by the company, we have identified a key audit matter with respect to the calculation of the effective interest rate and carrying value of the borrowings under IFRS 9.

Borrowings are disclosed in Note 14 of the financial statements with fair value disclosure in Note 16 of the financial statements. The accounting policy for borrowings is disclosed in Note 2 of the financial statements.

How the scope of our audit responded to the key audit matter

We performed the following audit procedures:

- Agreed bond proceeds, costs of issuance, coupon rate and redemption values where applicable to underlying agreements and term sheets;
- Recalculated the effective interest rate and the carrying value of each bond using the key inputs outlined above per the underlying agreements;
- Assessed the appropriateness of the accounting treatment applied for borrowings including the recognition at amortised cost in line with IFRS 9 requirements;
- Agreed the inputs used for the fair value disclosures in the notes to the financial statements to an independent source; and
- Evaluated the appropriateness of disclosures in respect to these liabilities included in the notes to the financial statements.

Key observations

We are satisfied that the calculation of the effective interest rate and carrying value of the external borrowings balance has been correctly calculated and appropriately recorded in accordance with IFRS 9 and that valuation of borrowing is appropriate.

5.2. Valuation of intercompany loan receivables Key audit matter description

The proceeds of bonds issued by the company are subsequently loaned to GSK group companies. The intercompany loan receivables are as follows:

- Short-term intercompany loan receivables: £0.7 billion (2023: £1.7 billion); and
- Long-term intercompany loan receivables: £7.4 billion (2023: £8.1 billion).

These are recognised as financial assets measured at amortised cost at the original effective interest rate, computed based on the loan issued, coupon payments redemption value and expected credit losses (ECL), if material. Due to the magnitude of the intercompany loan receivables held by the company and due to the complexity associated with the ECL assessment, we identified a key audit matter relating to the calculation of the effective interest rate and carrying value of the intercompany loan receivables balance under IFRS 9.

Intercompany loan receivables are disclosed in Note 11 of the financial statements with fair value disclosure in Note 16 of the financial statements. The accounting policy for receivables is disclosed in Note 2 of the financial statements.

Independent auditors' report to the members of GlaxoSmithKline Capital plc

5. Key audit matters (continued)

Valuation of intercompany loan receivables (continued)

How the scope of our audit responded to the key audit matter

We performed the following audit procedures:

- Agreed loan amounts, coupon rate and redemption values to underlying agreements;
- Recalculated the effective interest rate and the carrying value of each intercompany loan using the key inputs outlined above per the underlying agreements;
- Inspected board minutes for the completeness of all loans entered into in the period;
- Assessed the appropriateness of the accounting treatment applied for intercompany loans including the recognition at amortised cost and provisioning of expected credit losses in line with IFRS 9 requirements;
- Assessed the recoverability of intercompany loans against net assets of counter parties;
- Evaluated the appropriateness of disclosures in respect to these assets included in the notes to the financial statements; and
- Reconciled the intercompany loans and receivables balance per the intercompany schedule to the trial balance and intercompany mismatch report.

Key observations

We are satisfied that the calculation of the effective interest rate and carrying value of the intercompany loan receivables has been correctly calculated and appropriately recorded in accordance with IFRS 9 and the valuation of intercompany loan receivables is appropriate.

6. Our application of materiality

6.1. Materiality

We define materiality as the magnitude of misstatement in the financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Materiality

£79 million (2023: £96 million)

Basis for determining materiality

The materiality that we used in the current year was £79 million which was determined on the basis of 1% of external debt.*

The decrease in materiality from the previous year is due to the decrease in external debt of £1.8 billion.

*External debt is defined as short-term and long-term borrowings.

Rationale for the benchmark applied

The company is the main UK debt issuer of the GSK group of companies. As such, total assets and external debt were determined to be the most appropriate benchmarks to apply as they relate to the primary focus of management, shareholders and lenders in assessing the performance of the company.

Independent auditors' report to the members of GlaxoSmithKline Capital plc

6. Our application of materiality (continued)

6.2. Performance materiality

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the financial statements as a whole. Performance materiality was set at 70% of materiality for the 2024 audit (2023: 70%). In determining performance materiality, we considered the following factors:

- our risk assessment, including our assessment of the company's overall control environment;
- our past experience of the audit, which has indicated a low number of corrected and uncorrected misstatements identified in prior periods; and
- prior period adjustments or errors found in the current year of which there were none.

6.3. Error reporting threshold

We agreed with the Board of Directors that we would report to them all audit differences in excess of £3.9 million (2023: £4.8 million), as well as differences below that threshold that, in our view, warranted reporting on qualitative grounds. We also report to the Board of Directors on disclosure matters that we identified when assessing the overall presentation of the financial statements.

7. An overview of the scope of our audit

7.1. Scoping

Our audit was scoped by obtaining an understanding of the entity and its environment, including internal control, and assessing the risk of material misstatement. Audit work to respond to the risks of material misstatement was performed directly by the audit engagement team.

7.2. Our consideration of the control environment

We obtained an understanding of the company's control environment through audit procedures over the in-scope processes for the purpose of the GSK plc group audit. Subsequently, as part of our statutory audit process, we have performed additional audit procedures in order to obtain an understanding of all other key company processes. We structured our audit approach to reflect how the company is organised so that our audit was both effective and risk focused. Based on our scope and determination of audit approach, the audit engagement team have obtained an understanding of the relevant controls over the financial reporting process and have adopted a fully substantive approach for the audit of the financial statements.

8. Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated.

If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Independent auditors' report to the members of GlaxoSmithKline Capital plc

9. Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

10. Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

11. Extent to which the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

11.1. Identifying and assessing potential risks related to irregularities

In identifying and assessing risks of material misstatement in respect of irregularities, including fraud and non-compliance with laws and regulations, we considered the following:

- the nature of the industry and sector, control environment and business performance including the design of the company's remuneration policies, key drivers for directors' remuneration, bonus levels and performance targets;
- results of our enquiries of management and the Board of Directors about their own identification and assessment of the of irregularities, including those that are specific to the company's sector;
- any matters we identified having obtained and reviewed the company's documentation of their policies and procedures relating to:
 - o identifying, evaluating and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - o detecting and responding to the risks of fraud and whether they have knowledge of any actual, suspected or alleged fraud; and
 - o the internal controls established to mitigate risks of fraud or non-compliance with laws and regulations,
- the matters discussed among the audit engagement team and relevant internal specialists, including tax, financial instruments specialists regarding how and where fraud might occur in the financial statements and any potential indicators of fraud.

Independent auditors' report to the members of GlaxoSmithKline Capital plc

11. Extent to which the audit was considered capable of detecting irregularities, including fraud (continued)

11.1. Identifying and assessing potential risks related to irregularities (continued)

As a result of these procedures, we considered the opportunities and incentives that may exist within the organisation for fraud. In common with all audits under ISAs (UK), we are required to perform specific procedures to respond to the risk of management override.

We also obtained an understanding of the legal and regulatory framework that the company operates in, focusing on provisions of those laws and regulations that had a direct effect on the determination of material amounts and disclosures in the financial statements. The key laws and regulations we considered in this context included the UK Companies Act, Listing Rules and tax legislation.

In addition, we considered provisions of other laws and regulations that do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty.

11.2. *Audit response to risks identified*

As a result of performing the above, we did not identify any key audit matters related to the potential risk of fraud or non-compliance with laws and regulations.

Our procedures to respond to risks identified included the following:

- reviewing the financial statement disclosures and testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- enquiring of management, the Board of Directors and in-house and external legal counsel concerning actual and potential litigation and claims;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- reading minutes of meetings of those charged with governance and reviewing internal audit reports; and
- in addressing the risk of fraud through management override of controls, testing the appropriateness of journal entries and other adjustments; assessing whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members including internal specialists and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Report on other legal and regulatory requirements

12. Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

Independent auditors' report to the members of GlaxoSmithKline Capital plc

13. Matters on which we are required to report by exception

13.1. Adequacy of explanations received and accounting records

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have nothing to report in respect of these matters.

13.2. Directors' remuneration

Under the Companies Act 2006 we are also required to report if in our opinion certain disclosures of directors' remuneration have not been made.

We have nothing to report in respect of this matter.

14. Other matters which we are required to address

14.1. Auditor tenure

We were appointed by the Board of Directors on 30 May 2018 to audit the financial statements for the year ending 31 December 2018 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is seven years, covering the years ending 31 December 2018 to 31 December 2024.

14.2. Consistency of the audit report with the additional report to the Board of Directors

Our audit opinion is consistent with the additional report to the Board of Directors we are required to provide in accordance with ISAs (UK).

15. Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose.

To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

The company has passed a resolution in accordance with section 506 of the Companies Act 2006 that the senior statutory auditor's name should not be stated.

Deloitte LLP
Statutory Auditors
London, United Kingdom
23 April 2025

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Income statement
for the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Other operating expense	6	(288)	(605)
Finance income	8	278,557	325,627
Finance expense	9	(260,098)	(307,490)
Operating profit		18,171	17,532
Profit before taxation		18,171	17,532
Taxation	10	(4,543)	(4,120)
Profit for the financial year		13,628	13,412

The results disclosed above for both the current year and prior year relate entirely to continuing operations.

The notes on pages 22 to 35 form an integral part of these financial statements.

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Statement of comprehensive income
for the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Profit for the financial year		13,628	13,412
Items that may be subsequently reclassified to the income statement:			
Reclassification of cash flow hedges to the income statement		1,971	2,406
Deferred tax on fair value movements and reclassification on cash flow hedges	10	(493)	(601)
Other comprehensive income for the financial year		1,478	1,805
Total comprehensive income for the financial year		15,106	15,217

The notes on pages 22 to 35 form an integral part of these financial statements.

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Balance sheet
as at 31 December 2024

	Note	2024 £'000	2023 £'000
Non-current assets			
Deferred tax assets	10	1,874	2,367
Trade and other receivables	11	7,398,210	8,133,931
Total non-current assets		7,400,084	8,136,298
Current assets			
Trade and other receivables	11	654,034	1,696,382
Prepayments and accrued income	12	101,035	105,811
Cash and cash equivalents		1	1
Total current assets		755,070	1,802,194
Total assets		8,155,154	9,938,492
Current liabilities			
Trade and other payables	13	(71)	(69)
Short-term borrowings	14	(622,241)	(1,651,681)
Accruals and deferred income	15	(96,025)	(100,125)
Corporation tax		(4,542)	(4,120)
Total current liabilities		(722,879)	(1,755,995)
Net current assets		32,191	46,199
Total assets less current liabilities		7,432,275	8,182,497
Non-current liabilities			
Long-term borrowings	14	(7,282,304)	(8,047,632)
Total non-current liabilities		(7,282,304)	(8,047,632)
Total liabilities		(8,005,183)	(9,803,627)
Net assets		149,971	134,865
Equity			
Share capital	20	100	100
Other reserves	21	(5,619)	(7,097)
Retained earnings		155,490	141,862
Total equity		149,971	134,865

The notes on pages 22 to 35 form an integral part of these financial statements.

The financial statements on pages 17 to 35 were approved by the Board of Directors on [23 April 2025] and signed on its behalf by:

Mr A Walker
For and on behalf of Glaxo Group Limited
Corporate Director

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Statement of changes in equity
for the year ended 31 December 2024

	Share capital £'000	Other reserves £'000	Retained earnings £'000	Total equity £'000
At 1 January 2023	100	(8,902)	128,450	119,648
Profit for the year	-	-	13,412	13,412
Other comprehensive income for the financial year	-	1,805	-	1,805
Profit and comprehensive income for the financial year	-	1,805	13,412	15,217
At 31 December 2023	100	(7,097)	141,862	134,865
Profit for the year	-	-	13,628	13,628
Other comprehensive income for the financial year	-	1,478	-	1,478
Profit and comprehensive income for the financial year	-	1,478	13,628	15,106
At 31 December 2024	100	(5,619)	155,490	149,971

The notes on pages 22 to 35 form an integral part of these financial statements.

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Cash flow statement
for the year ended 31 December 2024

	Note	2024 £'000	2023 £'000
Cash flows from operating activities			
Operating profit		18,171	17,532
Adjustments reconciling operating profit to operating cash flows		11,243	16,465
Taxation paid		(4,120)	(2,223)
Net cash inflow from operating activities	18	25,294	31,774
Cash flows from financing activities			
Proceeds from borrowings		-	231,973
Repayment of borrowings		(1,614,590)	(2,259,906)
Loans provided to Group undertakings		-	(231,973)
Loan repayments received from Group undertakings		1,591,440	2,252,829
Increase in other receivables with Group undertakings		(2,144)	(24,697)
Net cash outflow from financing activities		(25,294)	(31,774)
Net movement in cash in the year		-	-
Cash at beginning of year		1	1
Cash at end of year		1	1

The notes on pages 22 to 35 form an integral part of these financial statements.

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Notes to the financial statements for the year ended 31 December 2024

1 Presentation of the financial statements

General information

GlaxoSmithKline Capital plc (the "Company") is a public company limited by shares and is incorporated and domiciled in the UK (England and Wales). The address of the registered office is 79 New Oxford Street, London, WC1A 1DG.

The Company is a member of the GSK Group (the "Group"). The Company's principal activity is the issuance of notes under the Group's European Medium Term Note programme and US shelf registration and the provision of financial services to other companies within the Group.

2 Summary of material accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of preparation

The financial statements have been prepared in accordance with Financial Reporting Standard 100 Application of Financial Reporting Requirements ("FRS 100") and Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101").

These financial statements have been prepared on the going concern basis under the historical cost convention as modified by the revaluation of financial assets and liabilities at fair value through profit and loss, and in accordance with the Companies Act 2006.

These financial statements have been prepared on the going concern basis under the historical cost convention as modified by the revaluation of financial assets at fair value through other comprehensive income, and in accordance with the Companies Act 2006.

The financial statements are presented in Pounds Sterling which is the currency of the primary economic environment in which the Company operates.

Going concern

Having assessed the principal risks of the Company and other matters, the Directors are of the opinion that the current level of activity remains sustainable. The Directors in their considerations have included the accessibility of additional capital and the potential risk to liquidity. The Directors have considered the Company's ability to continue as a going concern for a minimum of twelve months from the date of signing of these financial statements.

The Directors have taken into account that as part of the Group, the Company has the support from the Group through the access to the Group cash pooling mechanism and can take actions to ensure business continuity through operational channels, as well as the ability to manage variable costs. On the basis of those considerations, the Directors believe that it remains appropriate to adopt the going concern basis of accounting in preparing the financial statements.

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Notes to the financial statements for the year ended 31 December 2024

2 Summary of material accounting policies (continued)

Disclosure exemptions adopted

In preparing these financial statements the Company has taken advantage of all disclosure exemptions conferred by FRS 101 to requirements set by the International Financial Reporting Standards (IFRS). Therefore these financial statements do not include:

- Paragraph 38 of IAS 1 "Presentation of financial statements" comparative information requirements in respect of:
 - paragraph 79(a) (iv) of IAS 1 - Presentation of Financial Statements;
 - 16 (statement of compliance with all IFRS); and
 - 38B-D (additional comparative information);
- Paragraph 30 and 31 of IAS 8 "Accounting policies, changes in accounting estimates and errors" (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective);
- Paragraph 17 & 18A of IAS 24 "Related party disclosures" (key management compensation); and
- The requirements in IAS 24 "Related party disclosures" to disclose related party transactions entered into between two or more wholly owned members of a group.

The financial statements of GSK plc can be obtained as described in Note 2(b).

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

(b) Ultimate and immediate parent undertaking

The Company is a wholly owned subsidiary of the ultimate parent company GSK plc, a company registered in United Kingdom (England) , which is the Company's ultimate parent undertaking and controlling party. The largest and smallest group of undertakings for which group financial statements are prepared and which include the results of the Company are the consolidated financial statements of GSK plc. Copies of the consolidated financial statements can be obtained from the Company Secretary, GSK plc, 79 New Oxford Street, London, WC1A 1DG and also online at www.gsk.com. The immediate parent undertaking is SmithKline Beecham Limited. These financial statements are separate financial statements.

(c) Foreign currency transactions

Foreign currency transactions are booked in the functional currency of the Company at the exchange rate ruling on the date of the transaction. Foreign currency monetary assets and liabilities are translated into the functional currency at the exchange rate ruling at the balance sheet date. Exchange differences are included in the income statement. The functional and presentation currency of the Company is Pounds Sterling.

(d) Other operating income

Management service fees are recognised in other operating income on an accruals basis.

(e) Finance income and expense

Finance income and expenses are recognised on an accruals basis using the effective interest method.

(f) Financial assets

Financial assets are measured at amortised cost, fair value through other comprehensive income ('FVTOCI') or fair value through profit or loss ('FVTPL'). The measurement basis is determined by reference to both the business model for managing the financial asset and the contractual cash flow characteristics of the financial asset.

(g) Impairment of financial assets

Expected credit losses are recognised in the income statement on financial assets measured at amortised cost and at fair value through other comprehensive income apart from equity investments.

For financial assets other than trade receivables, a 12-month expected credit loss ("ECL") allowance is recorded on initial recognition. If there is evidence of a significant increase in the credit risk of an asset, the allowance is increased to reflect the full lifetime ECL. If there is no realistic prospect of recovery, the asset is written off.

GlaxoSmithKline Capital plc
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Notes to the financial statements for the year ended 31 December 2024

2 Summary of material accounting policies (continued)

(h) Trade and other receivables

Trade and other receivables are carried at original invoice amount less allowance for expected credit losses. Expected credit losses are calculated in accordance with the approaches permitted by IFRS 9 'Financial instruments'. For trade receivables, the simplified approach is applied by using a provision matrix applying lifetime historical credit loss experience to the trade receivables. The expected credit loss rate varies depending on whether and the extent to which settlement of the trade receivables is overdue and it is also adjusted as appropriate to reflect current economic conditions and estimates of future conditions. For the purpose of determining credit loss rates, customers are classified into groupings that have similar loss patterns. The key drivers of the loss rate are the nature of the business unit and the location and type of customer.

For Trade and other receivables, the general approach is used where the entity recognises the losses that are expected to result from all possible default events over the expected life of the receivable, when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the receivable has not increased significantly since initial recognition, the entity measures the expected loss allowance based on losses that are expected to result from default events that are possible within 12 months after the reporting date. When a trade and other receivable is determined to be uncollectable it is written off, firstly against any expected credit loss allowance available and then to the income statement/statement of comprehensive income.

Subsequent recoveries of amounts previously provided for are credited to the income statement. Long-term receivables are discounted where the effect is material.

(i) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and current balances with banks and similar institutions and highly liquid investments with maturities of three months or less. They are readily convertible into known amounts of cash and have an insignificant risk of changes in value.

(j) Trade and other payables

Trade and other payables are initially recognised at fair value and then held at amortised cost using the effective interest method. Long-term payables are discounted where the effect is material.

(k) Share Capital

Ordinary shares are classified as equity.

(l) Borrowings

All borrowings, which comprise notes issued under the Group's European Medium Term Note programme and US shelf registration, are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

(m) Taxation

Current tax is provided at the amounts expected to be paid or refunded applying the rates that have been enacted or substantively enacted by the balance sheet date. The tax charge for the period is recognised in the income statement or statement of comprehensive income or directly in equity, according to the accounting treatment of the related transaction.

Deferred tax is provided in full, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Deferred tax is provided on temporary differences arising on investments in subsidiaries, associates and joint ventures, except where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax is provided using rates of tax that have been enacted or substantively enacted by the balance sheet date.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the Company and its subsidiaries intend to settle their current tax assets and liabilities on a net basis.

Deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition of goodwill or from the initial recognition of other assets and liabilities in a transaction (other than a business combination) that affects neither the accounting nor the taxable profit or loss. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Notes to the financial statements for the year ended 31 December 2024

2 Summary of material accounting policies (continued)

(n) Derivative financial instruments and hedging

Derivative financial instruments can be used by the Company to manage exposure to market risks. The Company does not hold or issue derivative financial instruments for trading or speculative purposes and does not currently hold any derivative financial instruments.

Derivative financial assets and liabilities are classified as held-for trading and are measured at fair value. Changes in the fair value of any derivative instruments that do not qualify for hedge accounting are recognised immediately in the income statement.

The Company carries a balance in other comprehensive income that arose from using treasury gilt locks and forward starting interest rate swaps for pre-hedging fluctuations in long-term interest rates when pricing bonds issued in prior years.

(o) New accounting requirements

FRS 18 Presentation and disclosure in financial statements

The standard was issued by the IASB on 9 April 2024 and introduces new presentation and disclosure requirements, particularly for the income statement. Furthermore the new accounting standard provides enhanced principles on aggregation and disaggregation of information and introduces new disclosures for management performance measures.

The requirements are effective for periods beginning on or after 1 January 2027 and are not yet endorsed by the UKEB.

The Company is assessing the impact of adopting the new requirements introduced by IFRS 18, and will adopt the standard for the reporting period ending 31 December 2027, subject to endorsement in the UK.

Other amendments

The Company has adopted the following amendments to IFRS accounting standards, with no material impact to the Company in the year ended 31 December 2024:

- Classification of liabilities as current or non-current and non-current liabilities with covenants - amendments to IAS 1.
- Lease liability in a sale and leaseback - amendments to IFRS 16.

3 Critical accounting judgements and key sources of estimation uncertainty

In preparing the financial statements, the Directors are required to make estimates and assumptions that affect the amounts of assets, liabilities, revenue and expenses reported in the financial statements. Actual amounts and results could differ from those estimates. There are no required estimates or assumptions made in the valuation of intercompany loans and borrowings.

The Directors do not consider that there are any critical accounting judgements that have been made in the process of applying the Company's accounting policies and that have had a significant effect on the amounts recognised in the financial statements. There have been no significant estimates or assumptions which are likely to cause a material adjustment to the carrying amount of assets and liabilities within the next financial year.

4 Financial risk management

Risk management is carried out by the Group's Corporate Treasury under policies and procedures approved annually by the Group's Board of Directors, most recently on 10 October 2024. The role of Corporate Treasury is to monitor and manage the Group's external and internal funding requirements and financial risks, covering foreign exchange, interest rate, liquidity, and credit risks in support of the Group's strategic objectives. A Treasury Management Group meeting, chaired by the Group's Chief Financial Officer, also takes place on a quarterly basis to review treasury activities.

(a) Market risk

(i) Foreign exchange risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US dollar, Japanese Yen and Euro, in respect of bonds issued under the Group's European Medium Term Note programme and US shelf registration.

The net proceeds of bond issuances received are subsequently advanced as loans to other Group undertakings in the same currency which minimises the foreign translation exposure within the Company. On this basis, foreign exchange risk is not considered material and the Company has not prepared a sensitivity analysis.

GlaxoSmithKline Capital plc
(Registered number: 2258699)

Notes to the financial statements for the year ended 31 December 2024

4 Financial risk management (continued)

(ii) *Interest rate risk*

The Group's objective is to minimise the effective net interest cost and to balance the mix of debt at fixed and floating interest rates over time. The policy on interest rate risk management limits the net amount of floating rate debt to a specific cap, reviewed and agreed no less than annually by the GSK Board.

The Company's interest rate risk arises mainly from deposits with Group undertakings and cash held at floating rates which expose the Company to interest rate risk. The Company has unsecured borrowings, comprised of notes issued under the Group's European Medium Term Note programme and US shelf registration, all of which are at fixed rates, and expose the Company to fair value interest rate risk.

The table below hypothetically shows the Company's sensitivity to changes in interest rates in relation to Euro, Sterling, Japanese Yen and US dollar floating rate financial assets. If interest rates applicable to floating rate financial assets were to have increased by 1% (100 basis points), and assuming all other variables had remained constant, it is estimated that the Company's finance income for 2024 would have increased by approximately £2,191,000 (2023: £2,187,000 increase in finance income). If the applicable interest rate were to have increased by 1.5%, the financial income for 2023 would have increased by approximately £3,283,000 (2023: £3,279,000 increase in finance income).

	2024	2023
	Increase	Increase
	in income	in income
	£'000	£'000
1% (100 basis points) increase in Euro interest rates (2023: 1%)	393	432
1% (100 basis points) increase in Sterling interest rates (2023: 1%)	1,668	1,521
1% (100 basis points) increase in US dollar interest rates (2023: 1%)	126	234
1% (100 basis points) increase in Japanese Yen interest rates (2023: 1%)	4	-
1.5% (150 basis points) increase in Euro interest rates (2023: 1.5%)	589	647
1.5% (150 basis points) increase in Sterling interest rates (2023: 1.5%)	2,501	2,281
1.5% (150 basis points) increase in US dollar interest rates (2023: 1.5%)	188	351
1.5% (150 basis points) increase in Japanese Yen interest rates (2023: 1.5%)	5	-

The tables below illustrate the currency and interest rate profiles arising from the Company's borrowings, loans and receivable balances.

Currency and interest rate risk profile of borrowings

At 31 December 2024	Fixed rate		Fixed rate £'000	Floating rate £'000	Total £'000
	Weighted average interest rate %	Average years for which rate is fixed			
US dollars	3.6	4	(791,705)	-	(791,705)
Sterling	3.8	11	(3,829,673)	-	(3,829,673)
Euro	2.0	3	(3,067,337)	-	(3,067,337)
Yen	0.9	4	(215,829)	-	(215,829)
Total borrowings	3.0	6	(7,904,544)	-	(7,904,544)

GlaxoSmithKline Capital plc
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Notes to the financial statements for the year ended 31 December 2024

4 Financial risk management (continued)

At 31 December 2023	Fixed rate		Fixed rate £'000	Floating rate £'000	Total £'000
	Weighted average interest rate %	Average years for which rate is fixed			
Currency					
US dollars	3.5	3	(1,561,718)	-	(1,561,718)
Sterling	4.4	12	(3,826,646)	-	(3,826,646)
Euro	1.8	3	(4,075,833)	-	(4,075,833)
Yen	0.9	5	(235,116)	-	(235,116)
Total borrowings	3.2	6	(9,699,313)	-	(9,699,313)

Currency and interest rate risk profile of loans and receivables

At 31 December 2024	Fixed rate £'000	Floating rate £'000	Total £'000
Currency			
US dollars	780,696	12,550	793,246
Sterling	3,798,820	166,763	3,965,583
Euro	3,038,052	39,250	3,077,302
Yen	215,721	352	216,073
Total loans and receivables	7,833,289	218,915	8,052,204

At 31 December 2023	Fixed rate £'000	Floating rate £'000	Total £'000
Currency			
US dollars	1,541,475	23,415	1,564,890
Sterling	3,798,820	152,068	3,950,888
Euro	4,036,231	43,157	4,079,388
Yen	235,090	-	235,090
Total loans and receivables	9,611,616	218,640	9,830,256

Net currency exposure	2024 £'000	2023 £'000
US dollars	1,541	3,172
Euro	9,965	3,555
Yen	244	(26)
	11,750	6,701

(b) Credit risk

Credit risk is the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company and arises from cash and cash equivalents, favourable derivative financial instruments and deposits held with banks and financial institutions, and outstanding loans and receivables. The Group sets global counterparty limits for each of its banking and investment counterparties based on long-term credit ratings from Standard and Poor's and Moody's Investor Services ("Moody's"). Usage of these limits is monitored daily and Corporate Treasury actively manages its exposure to credit risk, reducing surplus cash balances wherever possible.

There are no financial assets that are past due or impaired as at 31 December 2024 (2023: £nil).

The Company did not hold any collateral as security or obtained other credit enhancements as at 31 December 2024 (2023: £nil).

The Company considers its maximum exposure to credit risk as at 31 December 2024, without taking into account any collateral held or other credit enhancements, to be £8,153,279,000 (2023: £9,936,124,000) being the total of the Company's financial assets (excluding cash) of which the balances are all held within the GSK Group.

GlaxoSmithKline Capital plc
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Notes to the financial statements for the year ended 31 December 2024

4 Financial risk management (continued)

(c) Liquidity risk

Liquidity is managed centrally by the Group by borrowing in order to meet anticipated funding requirements. The Group's cash flow forecast and funding requirements are monitored on a quarterly basis by the Treasury Management Group and the strategy is to have diversified liquidity sources using a range of facilities and to maintain broad access to funding markets.

5 Capital management

The Group's financial strategy supports its strategic priorities and is regularly reviewed by the Directors. The capital structure of the Group is managed through an appropriate mix of debt and equity in order to optimise returns to shareholders whilst maintaining the Group's credit ratings that provide the Company with flexibility to access debt capital markets on attractive terms under the Group's European Medium Term Note programme and US shelf registration.

The capital structure of the Company consists of net debt of £7,904,544,000 (2023: £9,699,312,000) and shareholders' funds of £151,178,000 (2023: £134,865,000) (see Statement of changes in equity).

6 Operating profit

	2024	2023
	£'000	£'000
The following items have been credited / (charged) in operating profit:		
Exchange losses on foreign currency transactions	(217)	(535)
Management fee	(71)	(69)
Other expense	-	(1)
Total other operating expense	(288)	(605)

GlaxoSmithKline Services Unlimited provides various services and facilities to the Company including finance and administrative services for which a management fee was charged. Included in the management fee is a charge for auditors' remuneration of £43,517 (2023: £42,331).

The disclosure of fees payable to the auditor and its associates for other (non-audit) services has not been made and has been disclosed in the Group's 2024 Annual Report which does not form part of this report.

7 Employees

All personnel are remunerated by GlaxoSmithKline Services Unlimited and receive no remuneration from the Company. A management fee is charged by GlaxoSmithKline Services Unlimited for services provided to the Company (see Note 6). The Company has no employees.

8 Finance income

	2024	2023
	£'000	£'000
Interest income arising from financial assets at amortised cost	278,557	325,627

9 Finance expense

	2024	2023
	£'000	£'000
Interest expense arising on financial liabilities at amortised cost	(258,127)	(305,084)
Reclassification of cash flow hedge from other comprehensive income	(1,971)	(2,406)
Total finance expense	(260,098)	(307,490)

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Notes to the financial statements for the year ended 31 December 2024

10 Taxation

	2024	2023
	£'000	£'000
Income tax charge on profit		
Current tax:		
UK corporation tax at 25% (2023: 23.5%)	(4,543)	(4,120)
Total current tax	(4,543)	(4,120)

The tax assessed for the year is the same as (2023: the same as) the standard rate of corporation tax in the UK for the year ended 31 December 2024 of 25% (2023: 23.5%). The differences are explained below:

	2024	2023
	£'000	£'000
Reconciliation of total tax charge		
Profit on ordinary activities before taxation	18,171	17,532
Tax on ordinary activities at the UK standard rate 25% (2023: 23.5%)	(4,543)	(4,120)
Effects of:		
Permanent disallowables - interest treated as paid by ultimate parent	(63,796)	(71,266)
Permanent deductions - Group relief received for no payment	63,796	71,266
Total tax charge for the year	(4,543)	(4,120)

In 2023, the UK Government substantively enacted legislation introducing a global minimum corporate income tax rate, to have effect from 2024 in line with the Organisation for Economic Co-operation and Development's (OECD) Pillar Two model framework. The Company is exempt for the impact of Pillar Two model framework as the disclosure is included in the Group's 2024 annual report.

	2024	2023
	£'000	£'000
Total tax expense included in other comprehensive income		
Deferred tax:		
Fair value movements and reclassification on cash flow hedges	(493)	(601)
Total expense included in other comprehensive income	(493)	(601)

	Other net temporary differences £'000	Total £'000
Movement in deferred tax assets and liabilities		
At 1 January 2024	2,367	2,367
(Charge)/Credit to other comprehensive income	(493)	(493)
At 31 December 2024	1,874	1,874

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11 Trade and other receivables

	2024	2023
	£'000	£'000
Amounts due within one year		
Amounts owed by Group undertakings	654,034	1,696,382
Amounts due after more than one year		
Long term deposits	40	57
Amounts owed by Group undertakings	7,398,170	8,133,874
	8,052,244	9,830,313

Amounts due within one year include deposits with Group undertakings of £52,152,000 (2023: £66,572,000) which are unsecured, repayable within one year and earn a market rate of interest (based on the benchmark risk-free rate applicable to each currency minus 0.025%) that is consistent with the Group's policy.

Amounts due within one year also include the net proceeds of bond issuances that have been advanced as loan to Group undertakings of £601,882,000 (2023: £1,629,810,000) which is unsecured with interest charged at 4.30% per annum (2023: between 1.79% and 3.40% per annum).

Amounts due after more than one year include the net proceeds of bond issuances that have been advanced as loans to Group undertakings totalling £7,231,407,000 (2023: £7,981,806,000), which are unsecured with interest charged at between 1.05% and 6.50% per annum and repayable at maturity dates between 2026 and 2045 and also include a call account with GlaxoSmithKline Finance plc of £166,763,000 (2023: £152,068,000) which is unsecured, repayable on demand and earns a market rate of interest (based on the benchmark risk-free rate applicable minus 0.05%) which is consistent with the Group's policy. The call account balance is classified as a non-current asset as the amounts are not expected to be settled within the year.

12 Prepayments and accrued income

	2024	2023
	£'000	£'000
Amounts due within one year	101,035	105,811

Accrued income relates to interest on amounts owed by Group undertakings (see Note 11).

13 Trade and other payables

	2024	2023
	£'000	£'000
Amounts falling due within one year		
Amounts owed to Group undertakings	(71)	(69)
	(71)	(69)

Amounts owed to Group undertakings are unsecured, interest free and repayable on demand.

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Notes to the financial statements for the year ended 31 December 2024

14 Borrowings

	2024	2023
	£'000	£'000
Amounts falling due within one year		
Loans payable:		
€ European Medium Term Notes	(622,241)	(867,728)
US\$ US Medium Term Notes	-	(783,953)
	(622,241)	(1,651,681)
Amounts falling due after more than one year		
Loans payable:		
€ European Medium Term Notes	(2,445,096)	(3,208,106)
£ European Medium Term Notes	(3,829,674)	(3,826,646)
US\$ US Medium Term Notes	(791,705)	(777,764)
¥ European Medium Term Notes	(215,829)	(235,116)
	(7,282,304)	(8,047,632)
Total borrowings	(7,904,545)	(9,699,313)
	2024	2023
	£'000	£'000
Maturity of borrowings		
In one year or less, or on demand		
1.375% € European Medium Term Note 2024	-	(867,728)
3.000% US\$ US Medium Term Note 2024	-	(783,953)
4.000% € European Medium Term Note 2025	(622,241)	-
	(622,241)	(1,651,681)
In more than one year, but not more than two years		
1.000% € European Medium Term Note 2026	(580,717)	-
1.250% € European Medium Term Note 2026	(829,442)	-
4.000% € European Medium Term Note 2025	-	(650,326)
	(1,410,159)	(650,326)
In more than two years, but not more than five years		
1.000% € European Medium Term Note 2026	-	(607,549)
1.250% € European Medium Term Note 2026	-	(867,566)
3.375% £ European Medium Term Note 2027	(306,524)	(306,132)
1.25% £ European Medium Term Note 2028	(745,808)	(744,733)
0.883% ¥ European Medium Term Note 2028	(215,829)	(235,116)
1.375% € European Medium Term Note 2029	(413,663)	-
3.375% US\$ US Medium Term Note 2029	(791,705)	-
	(2,473,529)	(2,761,096)

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Notes to the financial statements for the year ended 31 December 2024

14 Borrowings (continued)

In more than five years

1.375% € European Medium Term Note 2029	-	(432,656)
3.375% US\$ US Medium Term Note 2029	-	(777,764)
1.750% € European Medium Term Note 2030	(621,274)	(650,009)
5.250% £ European Medium Term Note 2033	(566,905)	(566,291)
1.625% £ European Medium Term Note 2035	(744,996)	(744,556)
6.375% £ European Medium Term Note 2039	(627,026)	(626,847)
5.250% £ European Medium Term Note 2042	(472,256)	(472,062)
4.250% £ European Medium Term Note 2045	(366,159)	(366,025)
	(3,398,616)	(4,636,210)
Total borrowings	(7,904,545)	(9,699,313)

15 Accruals and deferred income

	2024	2023
	£'000	£'000
Amounts falling due within one year	(96,025)	(100,125)

Accruals relates to interest payable on borrowings (see Note 14).

16 Fair value of financial assets and liabilities

The fair values of the financial assets and liabilities are included at the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- Cash and cash equivalents – approximates to the carrying amount;
- Borrowings (European and US Medium Term Notes) – based on quoted market prices (a level 1 fair value measurement);
- Intercompany loans – approximates to the fair value of borrowings (European and US Medium Term Notes); and
- Receivables and payables – approximates to the carrying amount.

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16 Fair value of financial assets and liabilities (continued)

The carrying amounts and the fair values of the Company's financial assets and liabilities at 31 December 2024 and 31 December 2023 are illustrated below.

	2024		2023	
	Carrying value £'000	Fair value £'000	Carrying value £'000	Fair value £'000
Cash and cash equivalents	1	1	1	1
Trade and other receivables:				
Other receivables	101,035	101,035	105,811	105,811
Amounts owed by Group undertakings	8,052,204	7,628,331	9,830,256	9,590,090
Total financial assets	8,153,240	7,729,367	9,936,068	9,695,902
Financial liabilities measured at amortised cost:				
£ European Medium Term Notes	(3,829,673)	(3,561,817)	(3,826,646)	(3,798,008)
€ European Medium Term Notes	(3,067,337)	(2,988,261)	(4,075,833)	(3,943,347)
US\$ US Medium Term Notes	(791,705)	(754,386)	(1,561,718)	(1,532,591)
¥ European Medium Term Notes	(215,830)	(213,228)	(235,116)	(234,549)
	(7,904,545)	(7,517,692)	(9,699,313)	(9,508,495)
Other payables	(96,096)	(96,096)	(100,194)	(100,194)
Total financial liabilities	(8,000,641)	(7,613,788)	(9,799,507)	(9,608,689)
Net financial assets and liabilities	152,599	115,579	136,561	87,213

The Company has no financial assets or liabilities measured at fair value through profit and loss.

Financial liabilities measured at amortised cost for which the fair value of £7,517,692,000 (2023: £9,508,495,000) is disclosed in the table above are categorised as Level 1, where quoted prices in active markets are used. Similarly, amounts owed by Group undertakings, which include the net proceeds of bond issuances advanced as loans, also approximate to the fair value of these financial liabilities. All other assets and liabilities approximate to the carrying amount.

17 Contractual cash flows for non-derivative financial liabilities

The following table provides an analysis of the anticipated contractual cash flows including interest payable for the Company's non-derivative financial liabilities on an undiscounted basis. Interest is calculated based on debt held at 31 December without taking account of future issuance.

	2024		2023	
	Debt £'000	Interest on debt £'000	Debt £'000	Interest on debt £'000
Due in less than one year	(622,665)	(229,705)	(1,653,521)	(255,851)
Between one and two years	(1,411,374)	(204,799)	(651,721)	(232,134)
Between two and three years	(307,770)	(188,609)	(1,477,233)	(206,065)
Between three and four years	(966,153)	(178,222)	(307,770)	(189,121)
Between four and five years	(1,212,558)	(153,482)	(985,561)	(178,733)
Between five and ten years	(1,196,831)	(597,855)	(2,444,927)	(659,125)
Greater than 10 years	(2,229,902)	(587,440)	(2,229,902)	(680,716)
Gross contractual cash flows	(7,947,253)	(2,140,112)	(9,750,635)	(2,401,745)

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Notes to the financial statements for the year ended 31 December 2024

18 Adjustments reconciling operating profit to operating cash flows

	2024	2023
	£'000	£'000
Operating profit for the year	18,171	17,532
Decrease in other receivables	4,794	8,007
Decrease in other payables	(4,098)	(6,170)
Taxation paid	(4,120)	(2,223)
Exchange adjustments	213	535
Amortisation of bond costs	8,363	11,687
Reclassification of cash flow hedges to the statement of comprehensive income	1,971	2,406
Net cash inflow from operating activities	25,294	31,774

19 Reconciliation of net cash flow to movement in net (debt) / surplus

	Other assets	Amounts owed	Liabilities from financing activities		
	Cash and cash	by Group	Borrowings -	Borrowings -	Total
	equivalents	undertakings	due within one	due after 1 year	£'000
	£'000	£'000	year	£'000	£'000
Net surplus as at 1 January 2023	1	12,030,690	(2,145,952)	(9,773,347)	111,393
Cash flows	-	(1,996,159)	2,115,423	(87,490)	31,774
Foreign exchange adjustments	-	(204,275)	50,053	153,687	(535)
Other non-cash adjustments:					
Re-classification (long-term to short-term)	-	-	(1,669,354)	1,669,354	-
Amortisation	-	-	(1,851)	(9,836)	(11,687)
Net surplus as at 31 December 2023	1	9,830,256	(1,651,681)	(8,047,632)	130,944
Net surplus as at 1 January 2024	1	9,830,256	(1,651,681)	(8,047,632)	130,944
Cash flows	-	(1,589,298)	1,614,590	-	25,292
Foreign exchange adjustments	-	(188,755)	50,890	137,652	(213)
Other non-cash adjustments:					
Re-classification (long-term to short-term)	-	-	(633,775)	633,775	-
Amortisation	-	-	(2,265)	(6,099)	(8,364)
Net surplus as at 31 December 2024	1	8,052,203	(622,241)	(7,282,304)	147,659

20 Share capital

	2024	2023	2024	2023
	Number of	Number of	£'000	£'000
	shares	shares		
Authorised				
Ordinary shares of £1 each (2023: £1 each)	100,000	100,000	100	100
Issued and fully paid				
Ordinary shares of £1 each (2023: £1 each)	100,000	100,000	100	100

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Notes to the financial statements for the year ended 31 December 2024

21 Other reserves

	Other reserves £'000	Retained earnings £'000	Total reserves £'000
At 1 January 2024	(7,097)	141,862	134,765
Transferred from income and expense in the year	-	13,628	13,628
Reclassification of cash flow hedges to the income statement	1,971	-	1,971
Deferred tax effect of cash flow hedges	(493)	-	(493)
At 31 December 2024	(5,619)	155,490	149,871

The cash flow hedge reserve relates to the cumulative fair value changes of derivatives that arose from pre-hedging fluctuations in long-term interest rates when pricing bonds issued in prior and current years. The balance is reclassified to finance costs over the life of the subsequently issued bonds.

Amount reclassified to profit or loss

	Hedging gains / (losses) recognised in reserves £'000	Hedged future cash flows no longer expected to occur £'000	As hedged item affects profit or loss £'000	Line item in which reclassification adjustment is included £'000
2024				
Pre-hedging of long-term interest rates	(5,619)	-	1,971	Finance income / (expense)
2023				
Pre-hedging of long-term interest rates	(8,902)	-	5,584	Finance income / (expense)

22 Contingent liabilities/assets

Group banking arrangement

The Company, together with fellow Group undertakings, has entered into a Group banking arrangement with the Company's principal bank. The bank holds the right to pay and apply funds from any account of the Company to settle any indebtedness to the bank of any other party to this agreement. The Company's maximum potential liability as at 31 December 2024 is limited to the amount held on its accounts with the bank. No loss is expected to accrue to the Company from this arrangement.

23 Directors' remuneration

During the year, the Directors of the Company, with the exception of the Corporate Directors, were remunerated as executives of the Group and received no remuneration in respect of their services to the Company (2023: £nil). Corporate Directors received no remuneration during the year, either as executives of the Group or in respect of their services to the Company (2023: £nil).

24 Related party transactions

As a wholly owned subsidiary of the ultimate parent company, GSK plc, advantage has been taken of the exemption afforded by FRS 101 "Reduced disclosure framework" not to disclose any related party transactions with other wholly owned members of the Group, or information around remuneration of key management personnel compensation.

25 Post balance sheet events

On 6 March 2025, the Company issued bonds amounting to a total of USD 1 billion maturing in 2027. The proceeds were onlent to other Group undertakings.